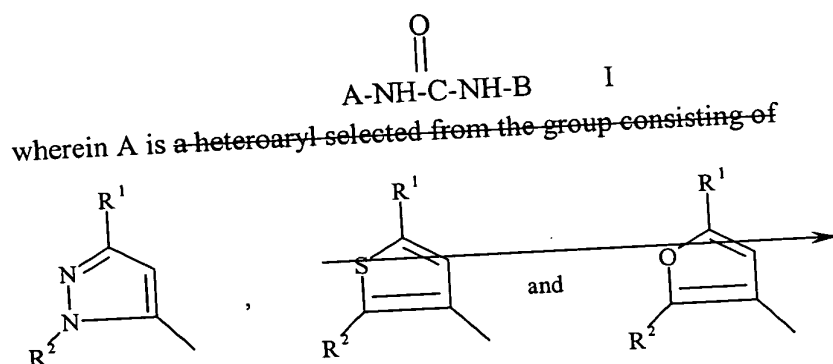


This listing of claims will replace all prior versions, and listings, of claims in the application:

# LISTING OF CLAIMS

1. (Amended) A compound of formula I or a pharmaceutically acceptable salt thereof



wherein R<sup>1</sup> is selected from the group consisting of C<sub>3</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl and or up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

B is an up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, substituted by  $-\text{Y}-\text{Ar}$   $-\text{M}-\text{L}^1$  and optionally substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X<sub>n</sub>,

wherein n is 0-2 and each X is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl, up to per-

Appl. No. 09/472,232  
Amendment dated 4-03-03  
Reply to Final dated 10/29/02

halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, and substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl A<sub>1</sub> and -M-L<sup>1</sup>;

<sup>D<sup>4</sup></sup> where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and halogen up to per-halosubstitution;

wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to perhalosubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl,

wherein  $\forall$  M is -O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -O(CH<sub>2</sub>)<sub>m</sub>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and or -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,  
m = 1-3, and X<sup>a</sup> is halogen; and

A<sub>1</sub> L<sup>1</sup> is a 5-10 member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur atoms, which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)NR<sup>5</sup>-, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -C(O)R<sup>5</sup>, NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and or substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup> and -NR<sup>5</sup>C(O)OR<sup>5'</sup>, and

wherein R<sup>2</sup> is C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>14</sub> heteroaryl, substituted C<sub>6</sub>-C<sub>14</sub> aryl or substituted C<sub>3</sub>-C<sub>14</sub> heteroaryl,

wherein if  $R^2$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and  $V_n$ ,

wherein  $n = 0-3$  and each  $V$  is independently selected from the group consisting of  $-CN$ ,  $-CO_2R^5$ ,  $-C(O)NR^5R^{5'}$ ,  $-OR^5$ ,  $-SR^5$ ,  $-NR^5R^{5'}$ ,  $-C(O)R^5$ ,  $-OC(O)NR^5R^{5'}$ ,  $-NR^5C(O)OR^{5'}$ ,  $-SO_2R^5$ ,  $-SOR^5$ ,  $-NR^5C(O)R^{5'}$ ,  $-NO_2$ ,  $C_1-C_{10}$  alkyl,  $C_3-C_{10}$  cycloalkyl,  $C_6-C_{14}$  aryl,  $C_3-C_{13}$  heteroaryl,  $C_7-C_{24}$  alkaryl,  $C_4-C_{24}$  alkheteroaryl, substituted  $C_1-C_{10}$  alkyl, substituted  $C_3-C_{10}$  cycloalkyl, substituted  $C_6-C_{14}$  aryl, substituted  $C_3-C_{13}$  heteroaryl, substituted  $C_7-C_{24}$  alkaryl and substituted  $C_4-C_{24}$  alkheteroaryl,

where if  $V$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution,  $-CN$ ,  $-CO_2R^5$ ,  $-C(O)R^5$ ,  $-C(O)NR^5R^{5'}$ ,  $-NR^5R^{5'}$ ,  $-OR^5$ ,  $-SR^5$ ,  $-NR^5C(O)R^{5'}$ ,  $-NR^5C(O)OR^{5'}$  and  $-NO_2$ ; wherein  $R^5$  and  $R^{5'}$  are each independently as defined above.

2. (Original) A compound of claim 1, wherein  $R^2$  is substituted or unsubstituted phenyl or pyridinyl, and the substituents for  $R^2$  are selected from the group consisting of halogen, up to per-halosubstitution and  $V_n$ , wherein  $n = 0-3$ , and each  $V$  is independently selected from the group consisting of substituted and unsubstituted  $C_1-C_6$  alkyl,  $C_3-C_{10}$  cycloalkyl,  $C_6-C_{10}$  aryl,  $-NO_2$ ,  $-NH_2$ ,  $-C(O)-C_{1-6}$  alkyl,  $-C(O)N-(C_{1-6} \text{ alkyl})_2$ ,  $-C(O)NH-C_{1-6}$  alkyl,  $-O-C_{1-6}$  alkyl,  $-NHC(O)H$ ,  $-NHC(O)OH$ ,  $-N(C_{1-6} \text{ alkyl})C(O)-C_{1-6}$  alkyl,  $-N-(C_{1-6} \text{ alkyl})C(O)-C_{1-6}$  alkyl,  $-NHC(O)-C_{1-6}$  alkyl,  $-NHC(O)O-C_{1-6}$  alkyl,  $-S(O)-C_{1-6}$  alkyl and  $-SO_2-C_{1-6}$  alkyl,

wherein if  $V$  is a substituted group, it is substituted by one or more halogen, up to per-halosubstitution.

3. (Cancelled)

4. (Amended) A compound of claim 1, wherein

Appl. No. 09/472,232  
Amendment dated 4-03-03  
Reply to Final dated 10/29/02

DY  $\forall$  M is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-, -CH(OH), -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-, and X<sup>a</sup> is halogen.

5. (Amended) A compound of claim 4, wherein

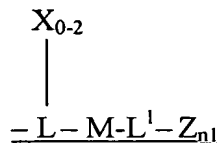
B is phenyl, naphthyl, a 5-6 membered monocyclic heteroaryl group having 1-4 hetero atoms independently selected from the group consisting of O, S and N or a 8-10 member bicyclic heteroaryl groups having 1-4 hetero atoms independently selected from the group consisting of O, S and N;

~~A~~ L<sup>1</sup> is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinolinyl, isoquinolinyl, imidazoliny and benzothiazolyl, unsubstituted or substituted by halogen, up to per-halo substitution, and

Z and X are independently selected from the group consisting of -R<sup>6</sup>, -OR<sup>6</sup> and -NHR<sup>7</sup>, wherein R<sup>6</sup> is hydrogen, C<sub>1</sub>-C<sub>10</sub>-alkyl or C<sub>3</sub>-C<sub>10</sub>-cycloalkyl and R<sup>7</sup> is selected from the group consisting of hydrogen, C<sub>3</sub>-C<sub>10</sub>-alkyl, C<sub>3</sub>-C<sub>6</sub>-cycloalkyl and C<sub>6</sub>-C<sub>10</sub>-aryl, wherein R<sup>6</sup> and R<sup>7</sup> can be substituted by halogen or up to per-halosubstitution.

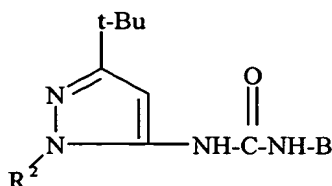
6. (Original) A compound of claim 1, wherein R<sup>1</sup> is t-butyl and R<sup>2</sup> is unsubstituted or substituted phenyl.

7. (Amended) A compound of claim 4, wherein B is of the formula,



24 wherein L is phenyl, or a six membered aromatic structure containing 1 or 2 nitrogen atoms, Ar  
L<sup>1</sup> is phenyl or pyridinyl,  $\forall$  M is -O-, -S- or -CH<sub>2</sub>-, and X and Z are independently Cl, F, NO<sub>2</sub> or  
CF<sub>3</sub>.

8. (Original) A compound of claim 7, wherein R<sup>1</sup> is t-butyl.
9. (Original) A compound of claim 1 of the formula



wherein B and R<sup>2</sup> are as defined in claim 1.

10. (Original) A compound of claim 9, wherein R<sup>2</sup> is selected from substituted and unsubstituted members of the group consisting of phenyl and pyridinyl, wherein if R<sup>2</sup> is a substituted group, it is substituted by one or more of the substituents selected from the group consisting of halogen and W<sub>n</sub>, wherein n = 0-3, and W is selected from the group consisting of -NO<sub>2</sub>, -C<sub>1-3</sub> alkyl, -NH(O)CH<sub>3</sub>, -CF<sub>3</sub>, -OCH<sub>3</sub>, -F, -Cl, -NH<sub>2</sub>, -SO<sub>2</sub>CH<sub>3</sub>, pyridinyl, phenyl, up to per-halosubstituted phenyl and C<sub>1</sub>-C<sub>6</sub> alkyl substituted phenyl.

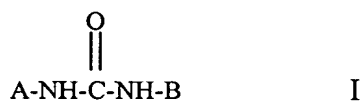
11. Cancelled

12. Cancelled

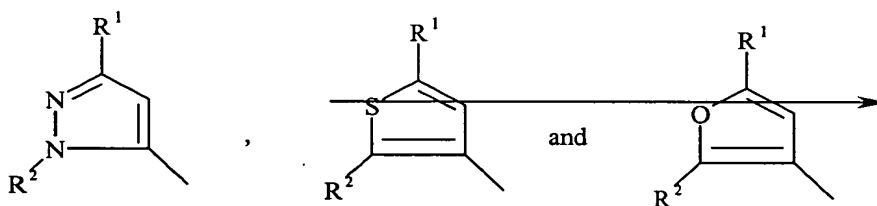
13. Cancelled

14. Cancelled

15. (Amended) A method for the treatment of disease mediated by raf kinase, comprising administering an effective amount of a compound of formula I or a pharmaceutically acceptable salt thereof to a host in need thereof:



wherein A is a ~~heteroaryl selected from the group consisting of~~



wherein R<sup>1</sup> is ~~selected from the group consisting of~~ C<sub>3</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl ~~and~~ or up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X<sub>n</sub>,

D\* wherein n is 0-3 and each X is independently selected from the group consisting of -CN, CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2-10</sub>-alkenyl, C<sub>1-10</sub>-alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>2-10</sub>-alkenyl, substituted C<sub>1-10</sub>-alkoxy, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl, up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl and ~~Y~~Ar-M-L<sup>1</sup>;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and halogen up to per-halosubstitution;

wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2-10</sub>-alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2-10</sub>-alkenyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl,

wherein ~~Y~~ M is -O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and or -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,

m = 1-3, and X<sup>a</sup> is halogen; and

~~Ar~~ L<sup>1</sup> is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur atoms which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently ~~selected from the group consisting of~~ -CN, -C(O)R<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)NR<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and or substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents

independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  
 $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NO}_2$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$  and  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ , and

D<sup>+</sup> wherein  $\text{R}^2$  is  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{14}$  heteroaryl, substituted  $\text{C}_6\text{-C}_{14}$  aryl or substituted  $\text{C}_3\text{-C}_{14}$  heteroaryl,

wherein if  $\text{R}^2$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and  $\text{V}_n$ ,

wherein  $n = 0\text{-}3$  and each  $\text{V}$  is independently selected from the group consisting of  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{OC}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$ ,  $-\text{SO}_2\text{R}^5$ ,  $-\text{SOR}^5$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NO}_2$ ,  $\text{C}_1\text{-C}_{10}$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{14}$  aryl,  $\text{C}_3\text{-C}_{13}$  heteroaryl,  $\text{C}_7\text{-C}_{24}$  alkaryl,  $\text{C}_4\text{-C}_{24}$  alkheteroaryl, substituted  $\text{C}_1\text{-C}_{10}$  alkyl, substituted  $\text{C}_3\text{-C}_{10}$  cycloalkyl, substituted  $\text{C}_6\text{-C}_{14}$  aryl, substituted  $\text{C}_3\text{-C}_{13}$  heteroaryl, substituted  $\text{C}_7\text{-C}_{24}$  alkaryl and substituted  $\text{C}_4\text{-C}_{24}$  alkheteroaryl,

where  $\text{V}$  is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution,  $-\text{CN}$ ,  $-\text{CO}_2\text{R}^5$ ,  $-\text{C}(\text{O})\text{R}^5$ ,  $-\text{C}(\text{O})\text{NR}^5\text{R}^{5'}$ ,  $-\text{NR}^5\text{R}^{5'}$ ,  $-\text{OR}^5$ ,  $-\text{SR}^5$ ,  $-\text{NR}^5\text{C}(\text{O})\text{R}^{5'}$ ,  $-\text{NR}^5\text{C}(\text{O})\text{OR}^{5'}$  and  $-\text{NO}_2$ ,

wherein  $\text{R}^5$  and  $\text{R}^{5'}$  are each independently as defined above.

16. (Original) A method as in claim 15, wherein  $\text{R}^2$  is selected from substituted or unsubstituted members of the group consisting of phenyl and pyridinyl, and the substituents for  $\text{R}^2$  are selected from the group consisting of halogen, up to per-halosubstitution and  $\text{V}_n$ , wherein  $n = 0\text{-}3$ , and each  $\text{V}$  is independently selected from the group consisting of substituted and unsubstituted  $\text{C}_1\text{-C}_6$  alkyl,  $\text{C}_3\text{-C}_{10}$  cycloalkyl,  $\text{C}_6\text{-C}_{10}$  aryl,  $-\text{NO}_2$ ,  $-\text{NH}_2$ ,  $-\text{C}(\text{O})\text{-C}_{1-6}$  alkyl,  $-\text{C}(\text{O})\text{N-}(\text{C}_{1-6} \text{ alkyl})_2$ ,  $-\text{C}(\text{O})\text{NH-}\text{C}_{1-6} \text{ alkyl}$ ,  $-\text{O-}\text{C}_{1-6} \text{ alkyl}$ ,  $-\text{NHC}(\text{O})\text{H}$ ,  $-\text{NHC}(\text{O})\text{OH}$ ,  $-\text{N}(\text{C}_{1-6} \text{ alkyl})\text{C}(\text{O})\text{-}\text{C}_{1-6} \text{ alkyl}$ ,  $-\text{N-}(\text{C}_{1-6} \text{ alkyl})\text{C}(\text{O})\text{-}\text{C}_{1-6} \text{ alkyl}$ ,  $-\text{NHC}(\text{O})\text{-}\text{C}_{1-6} \text{ alkyl}$ ,  $-\text{NHC}(\text{O})\text{O-}\text{C}_{1-6} \text{ alkyl}$ ,  $-\text{S}(\text{O})\text{-}\text{C}_{1-6} \text{ alkyl}$  and  $-\text{SO}_2\text{-}\text{C}_{1-6} \text{ alkyl}$ , wherein if  $\text{V}$  is a substituted group, it is substituted by one or more

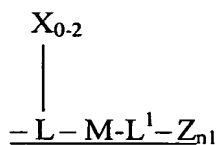
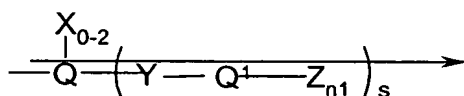


Appl. No. 09/472,232  
 Amendment dated 4-03-03  
 Reply to Final dated 10/29/02

halogen, up to per-halosubstitution.

17. (Cancelled)

18. (Amended) A method of claim 15, wherein B is



wherein

$\forall$  M is selected from the group consisting of -O-, -S-, -CH<sub>2</sub>-, -SCH<sub>2</sub>-, -CH<sub>2</sub>S-,  
 -CH(OH)-, -C(O)-, -CX<sup>a</sup><sub>2</sub>, -CX<sup>a</sup>H-, -CH<sub>2</sub>O- and -OCH<sub>2</sub>-,

X<sup>a</sup> is halogen,

Q L is a six member aromatic structure containing 0-2 nitrogen, unsubstituted or  
 substituted by halogen, up to per-halosubstitution;

Q<sup>1</sup> L<sup>1</sup> is a mono- or bicyclic aromatic structure of 5-10 members with 3 to 10 carbon  
 atoms and 0-2 members of the group consisting of N, O and S, unsubstituted or substituted by  
 halogen up to per-halosubstitution,

X, Z, and n1 are as defined in claim 15.

19. (Amended) A method as in claim 18, wherein

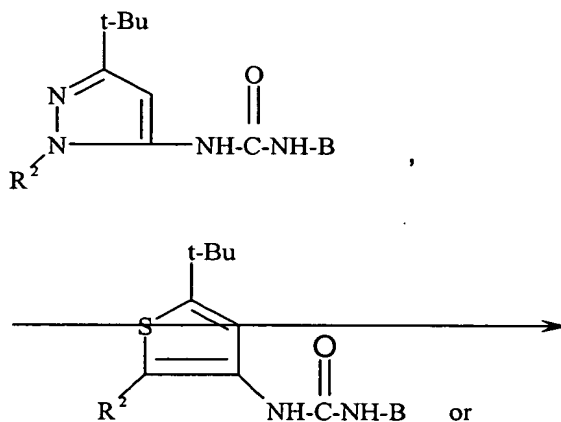
$Q \text{ } \underline{L}$  is phenyl or pyridinyl, unsubstituted or substituted by halogen, up to per-halosubstitution,

$Q^+ \text{ } \underline{L}^1$  is selected from the group consisting of phenyl, pyridinyl, naphthyl, pyrimidinyl, quinolinyl, isoquinolinyl, imidazolynyl and benzothiazolynyl, substituted or unsubstituted by halogen, up to per-halo substitution, and

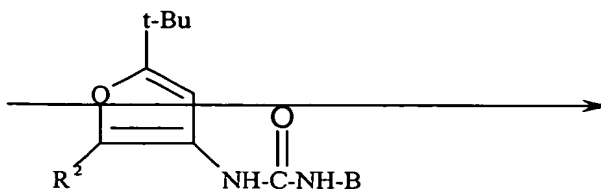
Z and X are independently selected from the group consisting of  $-R^6$ ,  $-OR^6$  and  $-NHR^7$ , wherein  $R^6$  is hydrogen,  $C_1$ - $C_{10}$ -alkyl or  $C_3$ - $C_{10}$ -cycloalkyl and  $R^7$  is selected from the group consisting of hydrogen,  $C_3$ - $C_{10}$ -alkyl,  $C_3$ - $C_6$ -cycloalkyl and  $C_6$ - $C_{10}$ -aryl, wherein  $R^6$  and  $R^7$  can be substituted by halogen or up to per-halosubstitution.

20. (Amended) A method as in claim 18, wherein  $Q \text{ } \underline{L}$  is phenyl,  $Q^+ \text{ } \underline{L}^1$  is phenyl or pyridinyl,  $\forall \text{ } \underline{M}$  is  $-O-$ ,  $-S-$  or  $-CH_2-$ , and X and Z are independently Cl, F,  $NO_2$  or  $CF_3$ .

21. (Amended) A method as in claim 15, which comprises administering a compound of one of the formulae formula



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wherein B and R<sup>2</sup> are as defined in claim 15.

22. (Original) A method as in claim 21, wherein R<sup>2</sup> is selected from substituted and unsubstituted members of the group consisting of phenyl or pyridinyl, wherein if R<sup>2</sup> is a substituted group, it is substituted by one or more substituents selected from the group consisting of halogen and W<sub>n</sub>, wherein n = 0-3, and W is selected from the group consisting of -NO<sub>2</sub>, -C<sub>1-3</sub> alkyl, -NH(O)CH<sub>3</sub>, -CF<sub>3</sub>, -OCH<sub>3</sub>, -F, -Cl, -NH<sub>2</sub>, -SO<sub>2</sub>CH<sub>3</sub>, pyridinyl, phenyl, up to per-halosubstituted phenyl and C<sub>1</sub>-C<sub>6</sub> alkyl substituted phenyl.

23. (Previously amended) A method as in claim 15, comprising administering an amount of compound of formula I effective to inhibit raf kinase.

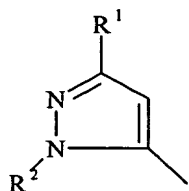
24. (Previously amended) A pharmaceutical composition comprising an effective amount of a compound of claim 1 and a pharmaceutically acceptable carrier.

25. (Previously amended) A pharmaceutical composition comprising an effective amount of a compound of claim 2 and a pharmaceutically acceptable carrier.

D4 26. (New) A method for treating a solid cancer, melanoma or adenoma, comprising administering an effective amount of a compound of formula I or a pharmaceutically acceptable salt thereof to a host in need thereof:



wherein A is



wherein R<sup>1</sup> is selected from the group consisting of C<sub>3</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl and up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

B is a substituted or unsubstituted, up to tricyclic, aryl or heteroaryl moiety of up to 30 carbon atoms with at least one 5- or 6-member aromatic structure containing 0-4 members of the group consisting of nitrogen, oxygen and sulfur, wherein if B is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and X<sub>n</sub>,

wherein n is 0-3 and each X is independently selected from the group consisting of -CN, CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2-10</sub>-alkenyl, C<sub>1-10</sub>-alkoxy, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>2-10</sub>-alkenyl, substituted C<sub>1-10</sub>-alkoxy, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl, up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl and M-L<sup>1</sup>;

where X is a substituted group, it is substituted by one or more substituents independently

Appl. No. 09/472,232  
Amendment dated 4-03-03  
Reply to Final dated 10/29/02

D<sup>4</sup> selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>,  
-C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and halogen up to per-halosubstitution;

wherein R<sup>5</sup> and R<sup>5'</sup> are independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>2-10</sub>-alkenyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>2-10</sub>-alkenyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl,

wherein M is -O-, -S-, -N(R<sup>5</sup>)-,  
-(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-,  
-CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- or -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,

m = 1-3, and X<sup>a</sup> is halogen; and

L<sup>1</sup> is a 5- or 6-member aromatic structure containing 0-2 members of the group consisting of nitrogen, oxygen and sulfur atoms which is unsubstituted or substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently -CN, -C(O)R<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)NR<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and or substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup> and -NR<sup>5</sup>C(O)OR<sup>5'</sup>, and

wherein R<sup>2</sup> is C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>14</sub> heteroaryl, substituted C<sub>6</sub>-C<sub>14</sub> aryl or substituted C<sub>3</sub>-C<sub>14</sub> heteroaryl,

wherein if R<sup>2</sup> is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V<sub>n</sub>,

D4 wherein n = 0-3 and each V is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -OC(O)NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SOR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NO<sub>2</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>24</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>6</sub>-C<sub>14</sub> aryl, substituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and substituted C<sub>4</sub>-C<sub>24</sub> alkheteroaryl,

where V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and -NO<sub>2</sub>,

wherein R<sup>5</sup> and R<sup>5'</sup> are each independently as defined above.

27. (New) A method as in claim 26, wherein the compound of formula I displays IC<sub>50</sub>s between 10nM and 10μM as determined by an in-vitro raf kinase assay.

28. (New) A method according to claim 26, wherein the disease is a cancer dependent upon the raf protein signal transduction cascade and is treated by inhibiting raf kinase.

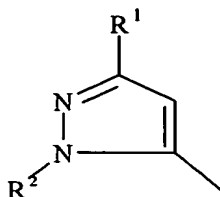
29. (New) A method according to claim 26, wherein the solid cancer is a carcinoma of the lungs, pancreas, thyroid, bladder or colon.

30. (New) A compound of formula I or a pharmaceutically acceptable salt thereof



wherein A is

D4



wherein  $R^1$  is  $C_3$ - $C_{10}$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl or up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl;

B is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinoliny, isoquinoliny, phthalimidiny, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl substituted by  $-M-L^1$ ; and is optionally substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and  $X_n$ ,

wherein n is 0-2 and each X is independently selected from the group consisting of  $-CN$ ,  $-CO_2R^5$ ,  $-C(O)NR^5R^{5'}$ ,  $-C(O)R^5$ ,  $-NO_2$ ,  $-OR^5$ ,  $-SR^5$ ,  $-NR^5R^{5'}$ ,  $-NR^5C(O)OR^{5'}$ ,  $-NR^5C(O)R^{5'}$ ,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_1$ - $C_{10}$  alkoxy,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_7$ - $C_{24}$  alkaryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_4$ - $C_{23}$  alkheteroaryl, substituted  $C_1$ - $C_{10}$  alkyl, substituted  $C_2$ - $C_{10}$  alkenyl, substituted  $C_1$ - $C_{10}$  alkoxy, substituted  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_6$ - $C_{14}$  aryl, up to per-halosubstituted  $C_3$ - $C_{13}$  heteroaryl and substituted  $C_4$ - $C_{23}$  alkheteroaryl and  $-M-L^1$ ;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-CN$ ,  $-CO_2R^5$ ,  $-C(O)R^5$ ,  $-C(O)NR^5R^{5'}$ ,  $-OR^5$ ,  $-SR^5$ ,  $-NR^5R^{5'}$ ,  $-NO_2$ ,  $-NR^5C(O)R^{5'}$ ,  $-NR^5C(O)OR^{5'}$  and halogen up to per-halosubstitution;

wherein  $R^5$  and  $R^{5'}$  are independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halosubstituted  $C_2$ - $C_{10}$  alkenyl, up to per-halosubstituted

C<sub>3</sub>-C<sub>10</sub> cycloalkyl, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl and up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> heteroaryl,

D<sup>4</sup> wherein M is -O-, -S-, -N(R<sup>5</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-, -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-,  
-NR<sup>5</sup>C(O)NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)-, -C(O)NR<sup>5</sup>-, -O(CH<sub>2</sub>)<sub>m</sub>-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>5</sup>)-,  
-O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- or -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,

m = 1-3, and X<sup>a</sup> is halogen; and

L<sup>1</sup> is phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>,

wherein n1 is 0 to 3 and each Z is independently -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>-, -C(O)NR<sup>5</sup>-, -NO<sub>2</sub>-, -OR<sup>5</sup>-, -SR<sup>5</sup>-, -NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)OR<sup>5'</sup>-, -C(O)R<sup>5</sup>-, NR<sup>5</sup>C(O)R<sup>5'</sup>-, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl or substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>-, -C(O)NR<sup>5</sup>R<sup>5'</sup>-, -OR<sup>5</sup>-, -SR<sup>5</sup>-, -NO<sub>2</sub>-, -NR<sup>5</sup>R<sup>5'</sup>-, -NR<sup>5</sup>C(O)R<sup>5'</sup> and -NR<sup>5</sup>C(O)OR<sup>5'</sup>-, and

wherein R<sup>2</sup> is optionally substituted phenyl, pyridinyl, pyrimidinyl, pyrazinyl, pyridazinyl, naphthyl, quinolinyl, isoquinolinyl, phthalimidinyl, furyl, thienyl, pyrrolyl, imidazolyl, pyrazolyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, benzofuryl, benzothienyl, indolyl, benzopyrazolyl, benzoxazolyl, benzisoxazolyl, benzothiazolyl or benzisothiazolyl, wherein if R<sup>2</sup> is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V<sub>n</sub>,

wherein n = 0-3 and each V is independently selected from the group consisting of -CN, -



Appl. No. 09/472,232  
Amendment dated 4-03-03  
Reply to Final dated 10/29/02

D4  
CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -OC(O)NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SOR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NO<sub>2</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>24</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>6</sub>-C<sub>14</sub> aryl, substituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and substituted C<sub>4</sub>-C<sub>24</sub> alkheteroaryl,

where if V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and -NO<sub>2</sub>; wherein R<sup>5</sup> and R<sup>5'</sup> are each independently as defined above.

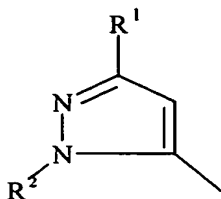
31. (New) A compound as in claim 30 wherein R<sup>2</sup> is phenyl, substituted phenyl, pyridinyl or substituted pyridinyl, L<sup>1</sup> is phenyl or pyridinyl, M is -O-, -S- or -CH<sub>2</sub>, X and Z are independently Cl, F, CF<sub>3</sub>, NO<sub>2</sub> or CN, and R<sup>1</sup> is t-butyl.

32. (New) A compound as in claim 1 wherein B is optionally substituted diphenyl ether, diphenyl thioether, diphenyl amine, phenylpyridinyl ether, pyridinylmethylphenyl, phenylpyridinylthioether, phenylbenzothiazolyl ether, phenylbenzothiazolyl thioether, phenylpyrimidinyl ether, phenylquinoline thioether, phenyl naphthyl ether, pyridinyl naphthyl ether, pyridinyl naphthyl thioether, and phthalimidylmethylphenyl and R<sup>2</sup> is phenyl, substituted phenyl, pyridinyl or substituted pyridinyl.

33. (New) A compound of formula I or a pharmaceutically acceptable salt thereof



wherein A is



wherein  $R^1$  is  $C_3$ - $C_{10}$  alkyl,  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl or up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl;

B is phenyl, pyridinyl, naphthyl, quinoliny, or isoquinoliny, substituted by  $-M-L^1$ ; and is optionally substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and  $X_n$ ,

wherein n is 0-2 and each X is independently selected from the group consisting of  $-CN$ ,  $-CO_2R^5$ ,  $-C(O)NR^5R^{5'}$ ,  $-C(O)R^5$ ,  $-NO_2$ ,  $-OR^5$ ,  $-SR^5$ ,  $-NR^5R^{5'}$ ,  $-NR^5C(O)OR^{5'}$ ,  $-NR^5C(O)R^{5'}$ ,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_1$ - $C_{10}$  alkoxy,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_7$ - $C_{24}$  alkaryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_4$ - $C_{23}$  alkheteroaryl, substituted  $C_1$ - $C_{10}$  alkyl, substituted  $C_2$ - $C_{10}$  alkenyl, substituted  $C_1$ - $C_{10}$  alkoxy, substituted  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_6$ - $C_{14}$  aryl, up to per-halosubstituted  $C_3$ - $C_{13}$  heteroaryl and substituted  $C_4$ - $C_{23}$  alkheteroaryl and  $-M-L^1$ ;

where X is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of  $-CN$ ,  $-CO_2R^5$ ,  $-C(O)R^5$ ,  $-C(O)NR^5R^{5'}$ ,  $-OR^5$ ,  $-SR^5$ ,  $-NR^5R^{5'}$ ,  $-NO_2$ ,  $-NR^5C(O)R^{5'}$ ,  $-NR^5C(O)OR^{5'}$  and halogen up to per-halosubstitution;

wherein  $R^5$  and  $R^{5'}$  are independently selected from H,  $C_1$ - $C_{10}$  alkyl,  $C_2$ - $C_{10}$  alkenyl,  $C_3$ - $C_{10}$  cycloalkyl,  $C_6$ - $C_{14}$  aryl,  $C_3$ - $C_{13}$  heteroaryl,  $C_7$ - $C_{24}$  alkaryl,  $C_4$ - $C_{23}$  alkheteroaryl, up to per-halosubstituted  $C_1$ - $C_{10}$  alkyl, up to per-halosubstituted  $C_2$ - $C_{10}$  alkenyl, up to per-halosubstituted  $C_3$ - $C_{10}$  cycloalkyl, up to per-halosubstituted  $C_6$ - $C_{14}$  aryl and up to per-halosubstituted  $C_3$ - $C_{13}$  heteroaryl,

wherein M is  $-O-$ ,  $-S-$ ,  $-N(R^5)-$ ,  $-(CH_2)_m-$ ,  $-C(O)-$ ,  $-CH(OH)-$ ,  $-(CH_2)_mO-$ ,  $-NR^5C(O)NR^5R^{5'}$ ,  $-NR^5C(O)-$ ,  $-C(O)NR^5$ ,  $-O(CH_2)_m-$ ,  $-(CH_2)_mS-$ ,  $-(CH_2)_mN(R^5)-$ ,

D4 -O(CH<sub>2</sub>)<sub>m</sub>-, -CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- or -N(R<sup>5</sup>)(CH<sub>2</sub>)<sub>m</sub>-,

m = 1-3, and X<sup>a</sup> is halogen; and

L<sup>1</sup> is phenyl, pyridinyl, naphthyl, quinolinyl or isoquinolinyl, optionally substituted by halogen up to per-halosubstitution and optionally substituted by Z<sub>n1</sub>,

wherein n1 is 0 to 3 and each Z is independently -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -C(O)NR<sup>5</sup>, -NO<sub>2</sub>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -C(O)R<sup>5</sup>, NR<sup>5</sup>C(O)R<sup>5'</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and or substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl;

wherein if Z is a substituted group, it is substituted by the one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NO<sub>2</sub>, -NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup> and -NR<sup>5</sup>C(O)OR<sup>5'</sup>, and

wherein R<sup>2</sup> is unsubstituted phenyl, unsubstituted pyridinyl, substituted phenyl or substituted pyridinyl

wherein if R<sup>2</sup> is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, and V<sub>n</sub>,

wherein n = 0-3 and each V is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -C(O)R<sup>5</sup>, -OC(O)NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup>, -SO<sub>2</sub>R<sup>5</sup>, -SOR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NO<sub>2</sub>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> heteroaryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>4</sub>-C<sub>24</sub> alkheteroaryl, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, substituted C<sub>6</sub>-C<sub>14</sub> aryl, substituted C<sub>3</sub>-C<sub>13</sub> heteroaryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl and substituted C<sub>4</sub>-C<sub>24</sub> alkheteroaryl,

where if V is a substituted group, it is substituted by one or more substituents independently selected from the group consisting of halogen, up to per-halosubstitution, -CN, -CO<sub>2</sub>R<sup>5</sup>, -C(O)R<sup>5</sup>, -C(O)NR<sup>5</sup>R<sup>5'</sup>, -NR<sup>5</sup>R<sup>5'</sup>, -OR<sup>5</sup>, -SR<sup>5</sup>, -NR<sup>5</sup>C(O)R<sup>5'</sup>, -NR<sup>5</sup>C(O)OR<sup>5'</sup> and -NO<sub>2</sub>;

wherein R<sup>5</sup> and R<sup>5'</sup> are each independently as defined above.

34. (New) A compound of claim 33 wherein one of the following combinations is satisfied:

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 $R^2$ = unsubstituted phenyl, B=phenyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = unsubstituted phenyl, B=pyridinyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = unsubstituted phenyl, B = naphthyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = unsubstituted pyridinyl, B= phenyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = unsubstituted pyridinyl, B= pyridinyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = unsubstituted pyridinyl, B= naphthyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = substituted phenyl, B=phenyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = substituted phenyl, B=pyridinyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = substituted phenyl, B = naphthyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = substituted pyridinyl, B= phenyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl,

$R^2$ = substituted pyridinyl, B= pyridinyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or isoquinolinyl, or

$R^2$ = substituted pyridinyl, B= naphthyl and  $L^1$  is phenyl, naphthyl, pyridinyl, quinolinyl or

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isoquinolinyI.

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